

DOLLAR THRIFTY AUTOMOTIVE GROUP INC
Form 425
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Subject Company:
Dollar Thrifty Automotive Group, Inc.
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Hertz Global Holdings, Inc. issued the following press release on May 24, 2011:

HERTZ COMMENCES EXCHANGE OFFER FOR DOLLAR THRIFTY

PARK RIDGE, NJ, May 24, 2011--Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today announced that it has commenced the previously announced exchange offer for all outstanding shares of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) ("Dollar Thrifty"). Hertz is offering to exchange each share of Dollar Thrifty for \$57.60 in cash and 0.8546 shares of Hertz.

Hertz and Dollar Thrifty are continuing to cooperate to obtain antitrust regulatory clearance for the exchange offer.

Stockholder questions regarding the exchange offer or requests for exchange offer documents may be directed to Hertz's information agent for the exchange offer, Innisfree M&A Incorporated, toll-free at (877) 456-3507. Stockholder questions regarding the exchange offer may also be directed to Hertz's dealer manager for the exchange offer, Barclays Capital, toll-free at (888) 610-5877.

Barclays Capital, Lazard, Bank of America Merrill Lynch and Deutsche Bank Securities are acting as financial advisors to Hertz. Barclays Capital will serve as the dealer manager for the exchange offer. Cravath, Swaine & Moore LLP, Debevoise & Plimpton LLP and Jones Day are acting as legal advisors to Hertz. William Blair & Company is acting as a financial advisor to Hertz in connection with the sale of its Advantage brand.

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About Hertz

Hertz is the world's largest general use car rental brand, operating from approximately 8,500 locations in approximately 150 countries worldwide. Hertz is the number one airport car rental brand in the U.S. and at 83 major airports in Europe, operating both corporate and licensee locations in cities and airports in North America, Europe, Latin America, Asia, Australia and New Zealand. In addition, Hertz has licensee locations in cities and airports in Africa and the Middle East. Product and service initiatives such as Hertz #1 Club Gold(R), NeverLost(R) customized, onboard navigation systems, SIRIUS XM Satellite Radio, and unique cars and SUVs offered through Hertz's Adrenaline, and Green Traveler Collections, set Hertz apart from the competition. In 2008, Hertz launched Connect by Hertz, entering the global car sharing market in London, New York City and Paris. Hertz also operates one of the world's largest equipment rental businesses, Hertz Equipment Rental Corporation, offering a diverse line of equipment, including tools and supplies, as well as new and used equipment for sale, to customers ranging from major industrial companies to local contractors and consumers from approximately 320 branches in the United States, Canada, China, France, Spain, Saudi Arabia and Italy.

Additional Information

This communication relates to the offer (the "Offer") by HDTMS, Inc. ("HDTMS"), a wholly owned subsidiary of Hertz, to exchange each issued and outstanding share of common stock (including the associated preferred stock purchase rights) of Dollar Thrifty for \$57.60 in cash and 0.8546 shares of Hertz common stock. The Offer is scheduled to expire at 12:00 midnight, New York City time, on July 8, 2011, unless extended by HDTMS. Any extension of the expiration date will be made by public announcement no later than 9:00 a.m., New York City time, on the first business day after the previously scheduled expiration date. This communication is for informational purposes only and does not constitute an offer to exchange, or a solicitation of an offer to exchange, shares of Dollar Thrifty common stock, nor is it a substitute for the Tender Offer Statement on Schedule TO or the Preliminary Prospectus/Offer to Exchange included in the Registration Statement on Form S-4/A (collectively, with the accompanying Letter of Transmittal and related documents and as amended from time to time, the "Exchange Offer Documents") filed by Hertz with the Securities and Exchange Commission (the "SEC") on May 24, 2011. The Registration Statement related to the Offer has not yet become effective. The Offer is made only through the Exchange Offer Documents.

Security holders and investors may obtain any of the foregoing documents for free by visiting EDGAR on the SEC website at www.sec.gov or by calling Innisfree M&A Incorporated toll-free at (877) 456-3507. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THESE DOCUMENTS AND OTHER RELEVANT MATERIALS AS THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

Forward-Looking Statements

Certain statements contained herein constitute forward-looking statements. These statements are based on the current expectations and beliefs of Hertz and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described in the forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Risks, uncertainties and assumptions include the possibility that (1) Hertz may be unable to obtain regulatory approvals required for the Offer or may be required to accept conditions that could reduce the anticipated benefits of the Offer as a condition to obtaining regulatory approvals; (2) Dollar Thrifty stockholders may not tender a sufficient number of shares into the Offer or Hertz may otherwise be unable to consummate the Offer; (3) the length of time necessary to consummate the Offer may be longer than anticipated; (4) problems may arise in successfully integrating the businesses of Hertz and Dollar Thrifty and Hertz may not realize the anticipated synergies and other benefits following the Offer; (5) the Offer may involve unexpected costs; (6) the Hertz and Dollar Thrifty businesses may suffer as a result of uncertainty surrounding the Offer; and (7) Hertz and/or Dollar Thrifty may be adversely affected by the other risks described in the SEC reports of Hertz and Dollar Thrifty. Because forward-looking statements involve risks and uncertainties, actual results and events may differ materially from results and events currently expected by Hertz. Hertz assumes no obligation and expressly disclaims any duty to update the information contained herein except as required by law.